

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re ) Chapter 11  
TRONOX INCORPORATED, *et al.*, ) Case No. 09-10156 (ALG)  
Debtors. ) Jointly Administered

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TRONOX INCORPORATED, TRONOX )  
WORLDWIDE LLC f/k/a Kerr-McGee )  
Chemical Worldwide LLC, and TRONOX )  
LLC f/k/a Kerr-McGee Chemical LLC )

Plaintiffs, )  
v. ) Adversary Proceeding No. 09-01198 (ALG)  
ANADARKO PETROLEUM )  
CORPORATION and KERR-MCGEE )  
CORPORATION, )

Defendants. )

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THE UNITED STATES OF AMERICA, )  
Plaintiff- Intervenor, )  
v. )  
TRONOX, INC., TRONOX WORLDWIDE )  
LLC, TRONOX LLC, KERR-MCGEE )  
CORPORATION and ANADARKO )  
PETROLEUM CORPORATION, )  
Defendants )

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**RESPONSE OF CREDITORS COMMITTEE TO EX PARTE MOTION  
FOR ENTRY OF AN ORDER AUTHORIZING PLAINTIFFS TO FILE  
AMENDED ADVERSARY COMPLAINT PARTIALLY UNDER SEAL**

Intervenor, Official Committee of Unsecured Creditors of Tronox Incorporated *et al.* (the “Committee”), hereby responds to Plaintiffs’ motion (the “Motion”), seeking entry of an order

authorizing Plaintiffs to file portions of Tronox's Amended Adversary Complaint (the "Amended Complaint") under seal, and respectfully represents as follows.

1. As stated in the Motion, the Amended Complaint bases certain allegations on documents which Defendants designated as either "Confidential" or "Confidential Attorney's Eyes Only" pursuant to the Agreed Protective Order in this Bankruptcy Case [Case No. 09-10156, Dkt No. 248] (the "Protective Order"). Accordingly, as stated in the Motion, Plaintiffs, in an abundance of caution, are seeking an order authorizing them to file under seal those portions of the Amended Complaint that are based on such documents. However, as further stated in the Motion, Plaintiffs contend that none of the allegations contained in the Amended Complaint include the type of information to which the Protective Order was intended to apply. Accordingly, Plaintiffs state that they intend to seek the consent of the Defendants to allow the public filing of the entire Amended Complaint.

2. The Committee is a party to the Protective Order and its undersigned counsel have been provided with a copy of the unredacted Amended Complaint. Based on its review of the Amended Complaint, the Committee agrees with the Plaintiffs that none of the allegations of the Amended Complaint contain information that the Protective Order was designed to protect from public disclosure. Further, the Amended Complaint does not contain the kind of information that Section 107(b) of the Bankruptcy Code permits to be filed under seal. More importantly, the Committee believes that the redacted information should be available to all creditors and other interested parties in this case.<sup>1</sup>

3. The Protective Order contains the following provision:

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<sup>1</sup> At the Court's direction, the Committee is prepared to elaborate on its comments in an *in camera* submission.

20. Nothing in this Order prohibits or prevents any party hereto from applying to the Court for a further protective order relating to any Discovery Materials or for an order permitting disclosure of Confidential Discovery Materials other than as provided herein. The provisions hereof may also be modified on the Court's own motion, by motion by any party upon notice, or by written agreement between the applicable parties.

4. The foregoing provision authorizes the Court to review the portions of the Amended Complaint that are the subject of the Motion in order to make its own determination whether sealing is appropriate. Accordingly, in the event that the Defendants do not consent to the public filing of the entire Amended Complaint, the Committee urges the Court to exercise its discretion to order the public filing of the entire Amended Complaint.

Dated: April 29, 2010  
New York, New York

**KASOWITZ, BENSON, TORRES &  
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